

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below.

“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Alibaba”	Alibaba Group Holding Limited, a company incorporated in the Cayman Islands, the ordinary shares of which are listed on the Main Board of the Stock Exchange with the Stock Code: 9988 and its American Depositary Shares (each representing eight ordinary shares) are listed for trading on the New York Stock Exchange under the symbol “BABA”
“Alibaba Lingxi”	Guangzhou Lingxi Interactive Entertainment Limited (廣州靈犀互動娛樂有限公司), a company incorporated under the laws of the PRC with limited liability
“Alibaba Qookka”	Qookka Entertainment Limited (formerly known as Ejoy.com Limited), a company incorporated in Hong Kong with limited liability on February 28, 2012
“Articles”	the articles of association of the Company (as amended from time to time), conditionally adopted on [●], a summary of which is set out in Appendix III to this document
“Audit Committee”	the audit committee of the Board
“Banking Ordinance”	the Banking Ordinance, Chapter 155 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)
“Board” or “Board of Directors”	the board of Directors
“Boyu”	Wildlife Willow Limited, a BVI business company incorporated under the laws of BVI
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Catalog”	the Guidance Catalog of Industries for Encouraged Foreign Investment (2020 Edition) (《鼓勵外商投資產業目錄(2020年版)》)
	[REDACTED]
“Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, Cap. 22 (Law 3 of 1961), as amended or supplemented or otherwise modified from time to time

[REDACTED]

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[REDACTED]

“China”, “the PRC” or “mainland China”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company” or “our Company”	Qingci Games Inc. (青瓷游戏有限公司), an exempted company incorporated in the Cayman Islands with limited liability on March 12, 2021
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Contractual Arrangements”	the series of contractual arrangements entered into by, among others, WFOE, QC Digital and the Registered Shareholders, details of which are described in the section headed “Contractual Arrangements”
“Controlling Shareholders”	has the meaning ascribed thereto in the Hong Kong Listing Rules and, unless the context otherwise requires, refers to Mr. Yang, Yang Family Holding Limited and Keiskei Holding Ltd., which will cease to be our controlling shareholders immediately after [REDACTED]
“COVID-19”	coronavirus disease 2019, a coronavirus known to cause contagious respiratory illness
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“EIT Law”	PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法) adopted by the National People’s Congress on March 16, 2007, and became effective on January 1, 2008 and amended on February 24, 2017 and on December 29, 2018
“Extreme Conditions”	Any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the [REDACTED] or the [REDACTED]
“Foreign Investment Law”	the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) adopted by the National People’s Congress on March 15, 2019 with effect from January 1, 2020

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“G-bits” G-bits Network Technology (Xiamen) Co., Ltd. (廈門吉比特網絡技術股份有限公司), a company incorporated in the PRC with limited liability on March 26, 2004 and is listed on the Shanghai Stock Exchange under the stock code: 603444, a substantial shareholder of the Company

“G-bits Group” G-bits and its subsidiaries

“GAPP” and “NPPA” General Administration of Press and Publication of the PRC (中華人民共和國新聞出版總署), currently known as National Press and Publication Administration (國家新聞出版署) since March 2018

[REDACTED]

“GPC” Game Publishers Association Publications Committee (GPC) of The China Audio-video and Digital Publishing Association (中國音數協遊戲工委)

[REDACTED]

“Group”, “our Group”, “the Group”, “we”, “us”, or “our” the Company, its subsidiaries and the PRC Consolidated Affiliated Entities from time to time, including where the context otherwise requires, any companies and businesses transferred to our Group as part of the Reorganization (as the case may be)

“Guangxi Tencent” Guangxi Tencent Venture Capital Co., Ltd. (廣西騰訊創業投資有限公司), a company incorporated in the PRC with limited liability

“Hainan Qingci” Hainan Qingci Information Consulting Co., Ltd.* (海南青瓷信息諮詢有限公司), a company incorporated in the PRC with limited liability on October 19, 2021

“Hainan Qingying” Hainan Qingying Information Consulting Co., Ltd.* (海南青影信息諮詢有限公司), a company incorporated in the PRC with limited liability on October 18, 2021

“HK Kunpan” Hongkong Kunpan Co., Limited (香港坤磐有限公司), a company incorporated in Hong Kong with limited liability on December 16, 2016, and an indirect wholly-owned subsidiary of G-bits

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

“Hong Kong dollars” or “HK dollars” or “HK\$” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“Hong Kong Takeovers Code” or “Takeover Codes” the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

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[REDACTED]

“IAS”	International Accounting Standards
“IFRSs”	International Financial Reporting Standards issued by the International Accounting Standards Board
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected (within the meaning of the Listing Rules) with any Directors, chief executive or substantial shareholders (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates

[REDACTED]

“Joint Sponsors”	China International Capital Corporation Hong Kong Securities Limited and CLSA Capital Markets Limited
“Latest Practicable Date”	[●], 2021, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document

[REDACTED]

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“M&A Rules”	the Rules on the Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定), jointly issued by the State-owned Assets Supervision and Administration Commission (國務院國有資產監督管理委員會), the MOFCOM, the SAT, the SAIC, the CSRC and the SAFE on August 8, 2006, effective on September 8, 2006, and subsequently amended on June 22, 2009
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company (as amended from time to time), conditionally adopted on [date], a summary of which is set out in Appendix III to this document
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOC” and “MOCT”	Ministry of Culture of the PRC (中華人民共和國文化部), which is reformed and known as the Ministry of Culture and Tourism (中華人民共和國文化和旅遊部) since March 2018
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Huang”	Mr. Huang Zhiqiang (黃智強), an executive Director and chief executive officer of our Company, and our substantial shareholder

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“Mr. Lin”	Mr. Lin Yiwei (林意煒), a shareholder of the Company
“Mr. Liu”	Mr. Liu Siming (劉斯銘), an executive Director, chief financial officer and shareholder of the Company
“Mr. Wei”	Mr. Wei Shumu (魏樹木), chief technology officer and shareholder of the Company
“Mr. Yang”	Mr. Yang Xu (楊煦), founder, an executive Director and president of our Company, and our Controlling Shareholder
“Mr. Ye”	Mr. Ye Jiting (葉激艇), a shareholder of the Company
“Mr. Zeng”	Mr. Zeng Xiangshuo (曾祥碩), an executive Director and chief operating officer of the Company
“NDRC”	National Development and Reform Commission (中華人民共和國發展和改革委員會) of the PRC
“Negative List”	Special Administrative Measures for the Access of Foreign Investment (Negative List) (2020 Edition) (外商投資准入特別管理措施(負面清單) (2020年版))
“Nomination Committee”	the nomination committee of our Board
	[REDACTED]
“PRC Consolidated Affiliated Entities”	the entities we control through the Contractual Arrangements, namely QC Digital and its respective subsidiaries. For further details of these entities, see “History, Reorganization and Corporate Structure” and “Contractual Arrangements”
“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Advisor”	JunHe LLP
“[REDACTED]”	the [REDACTED] in our Company made by the [REDACTED], details of which are set out in the sub-section headed “History, Reorganization and Corporate Structure—[REDACTED]” in this document
	[REDACTED]
“Preferred Shares”	collectively, Series A Preferred Shares and Series B Preferred Shares
	[REDACTED]
“QC Chengdu”	QC-Game Digital Technology (Chengdu) Co., Ltd.* (成都青瓷數碼技術有限公司), a company incorporated in the PRC with limited liability on April 15, 2016

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“QC Chengdu Interactive”	Qingci Chengdu Interactive Network Technology Co., Ltd.* (成都青瓷互動網絡科技有限公司), a company incorporated in the PRC with limited liability on August 9, 2021
“QC Chengdu Media”	Qingci Chengdu Media Co., Ltd.* (成都青瓷傳媒有限公司), a company incorporated in the PRC with limited liability on August 11, 2021
“QC Chengdu Software”	Qingci Chengdu Software Technology Co., Ltd.* (成都青瓷軟件技術有限公司), a company incorporated in the PRC with limited liability on August 11, 2021
“QC Cultural”	QC-Culture Communication Co., Ltd.* (廈門青瓷文化傳播有限公司), a company incorporated in the PRC with limited liability on August 12, 2014
“QC Digital”	QC-Game Digital Technology (Xiamen) Co., Ltd.* (廈門青瓷數碼技術有限公司), a company incorporated in the PRC with limited liability on March 1, 2012
“QC HK”	QC-Game Digital Technology (HONGKONG) Co., Limited (香港青瓷數碼技術有限公司), a company incorporated in Hong Kong with limited liability on October 10, 2019
“QC HK Limited”	Qingci (HK) Limited (青瓷(香港)有限公司), a company incorporated in Hong Kong with limited liability on April 22, 2021
“QC Japan”	QCPlay Inc.* (株式会社 QCPlay) a company incorporated in Japan on May 25, 2021
“QC Shanghai Culture”	Shanghai Qingci Culture Media Co., Ltd.* (上海清賜文化傳媒有限公司), a company incorporated in the PRC with limited liability on July 7, 2021
“Qingji”	Qingji Limited (青集有限公司), a company incorporated in Hong Kong with limited liability on September 7, 2021
“Registered Shareholders”	G-bits, Xiamen Sealand, Wofan Qihang, Guangxi Tencent, Alibaba Lingxi, Shanghai Hode, Mr. Yang, Mr. Huang, Mr. Liu, Mr. Zeng, Mr. Wei, Mr. Ye and Mr. Lin
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board
“Reorganization”	the offshore and onshore reorganization as set out in “History, Reorganization and Corporate Structure—Corporate Reorganization”
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)

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“SAIC”	State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which is reformed and known as the State Administration of Market Regulation of the PRC (中華人民共和國市場監督管理總局) since March 21, 2018
“SAPPRFT”	State Administration of Press, Publication, Radio, Film and Television of the PRC (中華人民共和國國家新聞出版廣電總局), formerly known as the GAPP (中華人民共和國新聞出版總署) and the State Administration of Radio, Film and Television of the PRC (中華人民共和國國家廣播電影電視總局), which has been reformed and is currently known as the State Administration of Radio and Television of the PRC (中華人民共和國國家廣播電視總局) under the State Council and the NPPA under the Propaganda Department of the Central Committee of the CPC (中共中央宣傳部) since March 2018
“SAT” or “State Administration of Taxation”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Series A Investors”	Guangxi Tencent, Alibaba Lingxi and Shanghai Hode
“Series A Preferred Shares”	the series A preferred shares of the Company with par value US\$0.00001 per share, which are currently in issue and held by HK Kunpan, Tencent, Alibaba Qookka and Bilibili Inc.
“Series B Investors”	Tencent, Alibaba Qookka, Bilibili Inc. and Boyu
“Series B Preferred Shares”	the series B preferred shares of the Company with par value US\$0.00001 per share, which are currently in issue and held by Tencent, Alibaba Qookka, Bilibili Inc. and Boyu
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shanghai Hode”	Shanghai Hode Information Technology Co., Ltd. (上海幻電信息科技有限公司), a company incorporated in the PRC with limited liability
“Shanghai Qingsi”	Shanghai Qingsi Management Consulting Co., Ltd.* (上海青司管理諮詢有限公司), a company incorporated in the PRC with limited liability on October 20, 2021
“Share(s)”	shares in the capital of our Company with a par value of US\$0.00001 each
“Shareholder(s)”	holder(s) of the Shares
	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
	[REDACTED]
“subsidiaries”	has the meaning ascribed thereto under the Listing Rules, unless the context otherwise requires

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“substantial shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Tencent”	Tencent Mobility Limited, a company limited by shares incorporated in Hong Kong and a direct wholly owned subsidiary of Tencent Holdings Limited
“Track Record Period”	the three financial years ended December 31, 2020 and the six months ended June 30, 2021
[REDACTED]	
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	value added tax
“VIE(s)”	Variable interest entity(ies)
“WFOE” or “QC Interactive”	QC Interactive Technology Co., Ltd.* (廈門青瓷互動科技有限公司) a wholly foreign-owned enterprise established in the PRC on May 17, 2021 by QC HK Limited, an indirect wholly-owned subsidiary of our Company
[REDACTED]	
“Wofan Qihang”	Xiamen Wofanqihang Venture Capital Partnership (Limited Partnership)* (廈門蝸帆起航創業投資合夥企業 (有限合夥)), a limited partnership established in the PRC on December 11, 2020, a substantial shareholder of the Company
“Xiamen Sealand”	Xiamen Sealand Capital Nuts Venture Investment Partnership (Limited Partnership)* (廈門國海堅果創業投資合夥企業 (有限合夥)), a limited partnership established in the PRC on May 6, 2013, a shareholder of the Company
“%”	per cent

* for identification purposes only

In this document, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

The English translation of the PRC entities, enterprises, nationals, facilities, regulations in Chinese included in this document is for identification purposes only. To the extent there is any inconsistency between the Chinese names of the PRC entities, enterprises, nationals, facilities, regulations and their English translations, the Chinese names shall prevail.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them and figures rounded to the nearest thousand, million or billion may not be identical to figures that have been rounded differently to them.